

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

<p>In re:</p> <p>JOANN INC., <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 25-10068 (CTG)</p> <p>(Jointly Administered)</p>
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Objections Due: May 12, 2025 at 4:00 P.M. (ET)
Hearing Date: To be scheduled if necessary

**FIRST MONTHLY FEE STATEMENT FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PACHULSKI STANG ZIEHL & JONES LLP,
AS CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE PERIOD FROM
JANUARY 31, 2025 THROUGH FEBRUARY 28, 2025**

Name of Applicant:	Pachulski Stang Ziehl & Jones LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	Effective as of January 31, 2025 by order signed March 24, 2025 [Docket No. 634]
Period for which Compensation and Reimbursement is Sought:	January 31, 2025 through February 28, 2025 ²
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$311,352.50
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$3,157.76

This is a: ☒ monthly ☐ interim ☐ final application.

The total time expended for fee statement preparation is approximately 1.0 hours and the corresponding compensation requested is approximately \$650.00.

¹ The Debtors in these chapter 11 cases are: JOANN Inc.; Needle Holdings LLC; Jo-Ann Stores, LLC; Creative Tech Solutions LLC; Creativebug, LLC; WeaveUp, Inc.; JAS Aviation, LLC; joann.com, LLC; JOANN Ditto Holdings Inc.; Dittopatterns LLC; JOANN Holdings 1, LLC; JOANN Holdings 2, LLC; and Jo-Ann Stores Support Center, Inc.

² The applicant reserves the right to include any time expended in the time period indicated above in future application(s) if it is not included herein.

PRIOR STATEMENTS/APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
N/A					

No prior Statements/Applications have been filed.

PSZJ PROFESSIONALS

Name of Professional Individual	Position of the Applicant, Year of Obtaining License to Practice	Hourly Billing Rate (including Changes)	Total Hours Billed	Total Compensation
Sandler, Bradford J.	Partner, 1996	\$1,895.00	29.50	\$55,902.50
Morris, John A.	Partner, 1991	\$1,875.00	6.10	\$11,437.50
O'Neill, James E.	Partner, 2001	\$1,475.00	92.40	\$136,290.00
O'Neill, James E.	Partner, 2001	\$1,395.00	1.60	\$2,232.00
Litvak, Maxim B.	Partner, 1997	\$1,725.00	10.60	\$18,285.00
Feinstein, Robert J.	Partner, 1982	\$1,950.00	0.40	\$780.00
Levine, Beth E.	Counsel, 1993	\$1,350.00	2.70	\$3,645.00
Robinson, Colin R.	Counsel, 2001	\$1,325.00	8.40	\$11,130.00
Keane, Peter J.	Counsel, 2010	\$1,295.00	23.60	\$30,562.00
Corma, Edward A.	Associate, 2020	\$875.00	3.30	\$2,887.50
Bates, Andrea T.	Paralegal	\$650.00	32.30	\$20,995.00
Knotts, Cheryl A.	Paralegal	\$575.00	1.30	\$747.50
Yee, Karina K.	Paralegal	\$625.00	0.20	\$125.00
Flores, Melissa N.	Paralegal	\$625.00	0.50	\$312.50
Cuniff, Patricia E.	Paralegal	\$625.00	5.20	\$3,250.00
Paul, Andrea R.	Case Management Assistant	\$495.00	4.80	\$2,376.00
Bouzoukis, Charles, J.	Case Management Assistant	\$495.00	16.50	\$8,167.50
Arnold, Gary L.	Case Management Assistant	\$495.00	4.50	\$2,227.50
Grand Total			243.90	\$311,352.50

Grand Total: \$311,352.50
Total Hours: 243.90
Blended Rate: \$1,276.56

COMPENSATION BY CATEGORY

Project Categories	Total Hours	Total Fees
Asset Disposition	40.40	\$59,130.00
Bankruptcy Litigation	31.90	\$45,374.50
Case Administration	19.40	\$20,880.50
Claims Administration and Objections	0.40	\$758.00
Other Professional Compensation	0.80	\$1,180.00
Financial Filings	1.00	\$1,475.00
Financing/Cash Collateral/Cash Management	28.60	\$47,972.00
General Creditors' Committee	6.10	\$10,065.50
Hearings	59.60	\$53,059.00
Meetings of and Communications With Creditors	7.20	\$8,640.00
Operations	1.90	\$3,126.50
Plan and Disclosure Statement	2.90	\$5,117.50
Relief from Stay	0.20	\$379.00
PSZJ Retention	11.70	\$10,741.50
Other Professional Retention	31.80	\$43,453.00
Grand Total	243.90	\$311,352.00

EXPENSE SUMMARY

Expense Category	Service Provider³ (if applicable)	Total Expenses
Working Meals		\$430.87
Delivery/Courier Services		\$120.00
Court Fees		\$350.00
Lexis/Nexis-Legal Research		\$55.99
Litigation Support Vendors		\$30.00
PACER - Court Research		\$265.40
Postage		\$108.78
Reproduction Expense		\$899.60
Transcript		\$897.12
Total		\$3157.76

³ PSZJ may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Chapter 11

JOANN INC., *et al.*,¹

Case No. 25-10068 (CTG)

(Jointly Administered)

Debtors.

Objections Due: May 12, 2025 at 4:00 P.M. (ET)
Hearing Date: To be scheduled if necessary

**FIRST MONTHLY FEE STATEMENT FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PACHULSKI STANG ZIEHL & JONES LLP,
AS CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE PERIOD FROM
JANUARY 31, 2025 THROUGH FEBRUARY 28, 2025**

Pursuant to sections 330 and 331 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (collectively, the “Bankruptcy Rules”) and this Court’s *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief entered on March 4, 2025* [Docket No. 552] (the “Administrative Order”), Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”), counsel for the official committee of unsecured creditors (the “Committee”), hereby submits its *First Monthly Fee Statement for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Co-Counsel for the Official Committee of Unsecured Creditors for the Period From January 31, 2025 Through February 28, 2025* (the “Statement”).

¹ The Debtors in these chapter 11 cases are: JOANN Inc.; Needle Holdings LLC; Jo-Ann Stores, LLC; Creative Tech Solutions LLC; Creativebug, LLC; WeaveUp, Inc.; JAS Aviation, LLC; joann.com, LLC; JOANN Ditto Holdings Inc.; Dittopatterns LLC; JOANN Holdings 1, LLC; JOANN Holdings 2, LLC; and Jo-Ann Stores Support Center, Inc.

By this Statement PSZJ seeks a monthly interim allowance of compensation in the amount of \$311,352.00 and actual and necessary expenses in the amount of \$3,157.76 for a total allowance of \$314,510.26 and (ii) payment of \$249,082.00 (80% of the allowed fees pursuant to the Administrative Order) and reimbursement of \$3,157.76 (100% of the allowed expenses pursuant to the Administrative Order) for a total payment of \$252,239.76 for the period January 31, 2025 through February 28, 2025 (the “Fee Period”):

Background

1. On January 15, 2025 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware. The Debtors are authorized to continue operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1. No request for the appoint of a trustee or examiner has been made in these chapter 11 cases.

2. On January 28, 2025, the Office of the United States Trustee (the “U.S. Trustee”) appointed the Committee, which consists of the following members: (i) Low Tech Toy Club LLC; (ii) SunYin (HK) Holding Limited; (iii) Gwen Studios LLC; (iv) Brother International Corp.; (v) Ormo Ithalat Ihracat A.S.; (vi) Advantus, Corp.; (vii) Kimco Realty Corporation; (viii) Simon Property Group, Inc.; and (ix) Regency Centers, L.P. The *Notice of Appointment of Committee of Unsecured Creditors* [Dkt. No. 198] was filed on January 28, 2025.

3. On January 30, 2025, the Committee selected Kelley Drye & Warren LLP (“Kelley Drye”) as its lead counsel and Province, Inc. (“Province”) as its financial advisor. On January 31, 2025, the Committee selected Pachulski Stang Ziehl & Jones, LLP (“PSZJ”) as its co-counsel.

4. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

5. On March 4, 2025, the Court entered the Administrative Order, authorizing estate professionals (“Professionals”) to submit applications for interim compensation and reimbursement for expenses, pursuant to the procedures specified therein. The Administrative Order provides, among other things, that a Professional may submit monthly fee statements. If no objections are made within twenty-one (21) days after service of the monthly fee statement the Debtors are authorized to pay the Professional eighty percent (80%) of the requested fees and one hundred percent (100%) of the requested expenses. The initial monthly fee statement will cover the period from Petition Date through February 28, 2025. Beginning with the period ending March 31, 2025, and at three-month intervals or such other intervals convenient to the Court, each of the Professionals may file and serve an interim application for allowance of the amounts sought in its monthly fee statement for that period. All fees and expenses paid are on an interim basis until final allowance by the Court.

6. The retention of PSZJ, as counsel to the Committee, was approved effective as of January 31, 2025, by this Court’s *Order Authorizing the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Co-Counsel to the Official Committee of Unsecured Creditors as of January 31, 2025* [Docket No. 634] (the “Retention Order”). The Retention Order authorized PSZJ to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

**PSZJ's STATEMENT FOR COMPENSATION AND
FOR REIMBURSEMENT OF EXPENSES**

Compensation Paid and Its Source

7. All services for which PSZJ requests compensation were performed for or on behalf of the Committee. PSZJ has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Statement. There is no agreement or understanding between PSZJ and any other person other than the partners of PSZJ for the sharing of compensation to be received for services rendered in this case. PSZJ has not received a retainer in this case.

Fee Statements

8. The invoice for the Fee Period is attached hereto as **Exhibit A**. This statement contains daily time logs describing the time spent by each attorney and paraprofessional during the Interim Period. To the best of PSZJ's knowledge, this Statement complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules and the Administrative Order. PSZJ's time reports are initially handwritten or directly entered in the billing system, by the attorney or paralegal performing the described services. The time reports are organized on a daily basis. PSZJ is particularly sensitive to issues of "lumping" and, unless time was spent in one time frame on a variety of different matters for a particular client, separate time entries are set forth in the time reports. PSZJ's charges for its professional services are based upon the time, nature, extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code. To the extent it is feasible, PSZJ professionals attempt to work during travel.

Actual and Necessary Expenses

9. A summary of the actual and necessary expenses incurred by PSZJ for the Fee Period is attached hereto as part of **Exhibit A**. PSZJ customarily charges \$0.10 per page for

photocopying expenses related to cases, such as this, arising in Delaware. PSZJ's photocopying machines automatically record the number of copies made when the person that is doing the copying enters the client's account number into a device attached to the photocopier. PSZJ summarizes each client's photocopying charges on a daily basis.

10. PSZJ charges \$0.25 per page for out-going facsimile transmissions. There is no additional charge for long distance telephone calls on faxes. The charge for outgoing facsimile transmissions reflects PSZJ's calculation of the actual costs incurred by PSZJ for the machines, supplies and extra labor expenses associated with sending telecopies and is reasonable in relation to the amount charged by outside vendors who provide similar services. PSZJ does not charge the Debtor for the receipt of faxes in this case.

11. With respect to providers of on-line legal research services (e.g., LEXIS and WESTLAW), PSZJ charges the standard usage rates these providers charge for computerized legal research. PSZJ bills its clients the actual amounts charged by such services, with no premium. Any volume discount received by PSZJ is passed on to the client.

12. PSZJ believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, PSZJ believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

Summary of Services Rendered

13. The names of the timekeepers of PSZJ who have rendered professional services in this case during the Interim Period are set forth in the attached **Exhibit A**. PSZJ, by and through such persons, has prepared and assisted in the preparation of various motions and orders submitted to the Court for consideration, advised the Committee on a regular basis with respect to various

matters in connection with the Debtors' cases, and performed all necessary professional services which are described and narrated in detail below.

Summary of Services by Project

14. The services rendered by PSZJ during the Fee Period can be grouped into the categories set forth below. PSZJ attempted to place the services provided in the category that best relates to such services. However, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category. These services performed, by categories, are generally described below, with a more detailed identification of the actual services provided set forth on the attached **Exhibit A**. Exhibit A identifies the attorneys and paraprofessionals who rendered services relating to each category, along with the number of hours for each individual and the total compensation sought for each category.

A. Asset Disposition

15. During the Fee Period, the Firm, (i) reviewed several objections filed to the Debtors' bid procedures motion; (ii) drafted the Committee's objection to bid procedures and cash collateral; (iii) drafted a motion to seal regarding the omnibus objection; (iv) organized exhibits to omnibus objection; (v) reviewed Debtors' liens; (vi) prepared for the bid procedures/cash collateral hearing; (vii) reviewed issues related to the sale and auction; and (viii) corresponded with Committee regarding global settlement and term loan.

Fees: \$59,130.00

Hours: 40.40

B. Bankruptcy Litigation

16. During the Fee Period, the Firm, (i) drafted deposition subpoenas for the Debtors, Centerview, 1903P, and Bank of America; (ii) reviewed discovery materials received; (iii) drafted witness and exhibit list and exhibits regarding same for hearing; (iv) drafted and revised a

supplemental request to Debtors; (v) corresponded with co-counsel regarding discovery and open issues; and (vi) conferred with co-counsel regarding lien and other potential challenges and status updates.

Fees: \$45,374.50 Hours: 31.90

C. Case Administration

17. During the Fee Period, the Firm, among other things, (i) reviewed correspondence and pleadings and forwarded them to appropriate parties; (ii) maintained a calendar of critical dates and deadlines; (iii) maintained an interested party service list in accordance with Rule 2002; (iv) corresponded with co-counsel and followed up on various open case issues; and (v) participated in weekly case strategy calls with the Committee's professionals.

Fees: \$20,880.50 Hours: 19.40

D. Claims Administration and Objections

18. During the Fee Period, the Firm, among other things, reviewed various claims.

Fees: \$758.00 Hours: 0.40

E. Other Professional Compensation

19. During the Fee Period, the Firm corresponded with co-counsel regarding budgeting and fee issues.

Fees: \$1,180.00 Hours: 0.80

F. Financial Filings

20. During the Fee Period, the Firm reviewed the Debtors' schedules and statement of financial affairs.

Fees: \$1,475.00 Hours: 1.00

G. Financing/Cash Collateral/Cash Management

21. During the Fee Period, the Firm, among other things, (i) drafted an omnibus objection to the cash collateral and bid procedures motions; (ii) corresponded with co-counsel regarding the Debtors' term loans and lien analysis; (iii) reviewed unredacted version of omnibus objection; (iv) corresponded with co-counsel regarding lenders' term loan and various issues regarding same; (v) reviewed the term loan documents and liens; (vi) drafted a standing motion and challenge complaint; (vii) reviewed and analyzed the interim cash collateral order; and (viii) corresponded with co-counsel regarding the challenge deadline and global settlement status.

Fees: \$47,972.00 Hours: 28.60

H. General Creditors' Committee

22. During the Fee Period, the Firm, among other things, corresponded with the Committee and co-counsel regarding case status and open issues.

Fees: \$10,065.50 Hours: 6.10

I. Hearings

23. During the Fee Period, the Firm, among other things, prepared for and attended various hearings.

Fees: \$53,059.00 Hours: 59.60

J. Meetings of and Communications with Creditors

24. During the Fee Period, the Firm (i) prepared for and attended the 341 creditors meeting; and (ii) prepared a summary of the meeting.

Fees: \$8,640.00 Hours: 7.20

K. Operations

25. During the Fee Period, the Firm (i) reviewed the trade claimant matrix; (ii) corresponded with the Committee regarding the Debtors operational representations; (iii) reviewed the ordinary course professionals motion and interim compensation motion; and (iv) reviewed the Debtors' schedules and statement of financial affairs.

Fees: \$3,126.50 Hours: 1.90

L. Plan and Disclosure Statement

26. During the Fee Period, the Firm, (i) reviewed the amended plan and disclosure statement; and (ii) corresponded with the Debtors' counsel regarding possible conversion and insolvency.

Fees: \$5,117.50 Hours: 2.90

M. Relief From Stay

27. During the Fee Period, the Firm reviewed relief stay motions filed.

Fees: \$379.00 Hours: 0.20

N. PSZJ Retention

28. During the Fee Period, the Firm, among other things, (i) performed a conflicts check; (ii) prepared an application to approve the Firm's retention as counsel for the Committee, and appropriate disclosures; and (iii) drafted a motion to seal committee professionals' retention applications.

Fees: \$10,741.50 Hours: 11.70

O. Other Professional Retention

29. During the Fee Period, the Firm, among other things, (i) prepared and filed pro hac vice motions for co-counsel; and (ii) finalized and e-filed Kelley Drye's and Province's retention applications; and (iii) reviewed the Debtors' professionals retention applications.

Fees: \$43,453.50 Hours: 31.80

Valuation of Services

30. Attorneys and paraprofessionals of PSZJ expended a total 243.90 hours in connection with their representation of the Committee during the Fee Period, as follows:

PSZJ PROFESSIONALS

Name of Professional Individual	Position of the Applicant, Year of Obtaining License to Practice	Hourly Billing Rate (including Changes)	Total Hours Billed	Total Compensation
Sandler, Bradford J.	Partner, 1996	\$1,895.00	29.50	\$55,902.50
Morris, John A.	Partner, 1991	\$1,875.00	6.10	\$11,437.50
O'Neill, James E.	Partner, 2001	\$1,475.00	92.40	\$136,290.00
O'Neill, James E.	Partner, 2001	\$1,395.00	1.60	\$2,232.00
Litvak, Maxim B.	Partner, 1997	\$1,725.00	10.60	\$18,285.00
Feinstein, Robert J.	Partner, 1982	\$1,950.00	0.40	\$780.00
Levine, Beth E.	Counsel, 1993	\$1,350.00	2.70	\$3,645.00
Robinson, Colin R.	Counsel, 2001	\$1,325.00	8.40	\$11,130.00
Keane, Peter J.	Counsel, 2010	\$1,295.00	23.60	\$30,562.00
Corma, Edward A.	Associate, 2020	\$875.00	3.30	\$2,887.50
Bates, Andrea T.	Paralegal	\$650.00	32.30	\$20,995.00
Knotts, Cheryl A.	Paralegal	\$575.00	1.30	\$747.50
Yee, Karina K.	Paralegal	\$625.00	0.20	\$125.00
Flores, Melissa N.	Paralegal	\$625.00	0.50	\$312.50
Cuniff, Patricia E.	Paralegal	\$625.00	5.20	\$3,250.00
Paul, Andrea R.	Case Management Assistant	\$495.00	4.80	\$2,376.00
Bouzoukis, Charles, J.	Case Management Assistant	\$495.00	16.50	\$8,167.50
Arnold, Gary L.	Case Management Assistant	\$495.00	4.50	\$2,227.50

Name of Professional Individual	Position of the Applicant, Year of Obtaining License to Practice	Hourly Billing Rate (including Changes)	Total Hours Billed	Total Compensation
Grand Total			243.90	\$311,352.50

Grand Total: \$311,352.50
Total Hours: 243.90
Blended Rate: \$1,276.56

31. The nature of work performed by these persons is fully set forth in **Exhibit A** attached hereto. These are PSZJ's normal hourly rates for work of this character. The reasonable value of the services rendered by PSZJ for the Committee during the Fee Period is \$311,352.50.

32. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZJ is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code. Moreover, PSZJ has reviewed the requirements of Del. Bankr. LR 2016-2 and the Administrative Order and believes that this Statement complies with such Rule and Order.

WHEREFORE, PSZJ respectfully requests that, for the period of January 31, 2025 through February 28, 2025, (i) an interim allowance be made to PSZJ for compensation in the amount \$311,352.50 and actual and necessary expenses in the amount of \$3,157.76 for a total allowance of \$314,510.26 and (ii) payment of \$249,082.00 (80% of the allowed fees pursuant to the Administrative Order) and reimbursement of \$3,157.76 (100% of the allowed expenses pursuant to the Administrative Order) for a total payment of \$252,239.76, and for such other and further relief as this Court may deem just and proper.

Dated: April 21, 2025

PACHULSKI STANG ZIEHL & JONES LLP

By: /s/ James E. O'Neill

Bradford J. Sandler (DE Bar No. 4142)

James E. O'Neill (DE Bar No. 4042)

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- and -

KELLEY DRYE & WARREN LLP

Jason R. Adams (admitted *pro hac vice*)

Eric R. Wilson (admitted *pro hac vice*)

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*Co-Counsel to the Official Committee
of Unsecured Creditors*

DECLARATION

STATE OF DELAWARE :
 :
COUNTY OF NEW CASTLE :

James E. O'Neill, after being duly sworn according to law, deposes and says:

a) I am a partner with the applicant law firm Pachulski Stang Ziehl & Jones LLP, and am admitted to appear before this Court.

b) I am familiar with the legal services rendered by PSZJ as counsel to the Committee.

c) I have reviewed the foregoing Statement and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2, the Administrative Order signed on or about March 4, 2025 and submit that the Statement substantially complies with such rule and orders.

/s/ James E. O'Neill

James E. O'Neill